

GOODRICH CORP  
Form DEFA14A  
September 22, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A  
(Rule 14a-101)**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Goodrich Corporation**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Goodrich Corporation**

Four Coliseum Centre  
2730 West Tyvola Road  
Charlotte, NC 28217-4578  
USA

[www.goodrich.com](http://www.goodrich.com)

September 21, 2011

Dear Colleague:

Today marks an important milestone in our long and proud history. Earlier Goodrich announced that our Board of Directors unanimously approved an agreement to combine with United Technologies. Under the agreement, United Technologies will acquire all of the outstanding common shares of Goodrich for \$127.50 per share in cash – a transaction valued at approximately \$18.4 billion. This announcement is a testament to what Goodrich and its employees have achieved over the last 140 years and is an exciting next step for our company. We have attached a list of frequently asked questions that we hope will address some of your questions.

As I am sure many of you are aware, United Technologies is a diversified company that provides high technology products and services to the aerospace and defense and building industries, and is based in Hartford, Connecticut. The Board and management team are confident this transaction is the best decision for our company and will provide compelling benefits to our shareholders, customers, partners and especially to you, Goodrich's valued employees. Since our founding in 1870, Goodrich has evolved into a global leader in the aerospace and defense industry. We got here through a lot of hard work and a commitment to our underlying values of entrepreneurship and innovation. Together, Goodrich and United Technologies will benefit from increased scale, financial strength and complementary aerospace product lines and technologies. Goodrich's established defense portfolio further diversifies the customers United Technologies serves. In addition, the combined company will have significant and stable cash flows to support organic growth and R&D efforts that will allow it to sustain its leadership position in innovation.

**What This Means For You**

Following completion of the transaction I will become Chairman and Chief Executive Officer of a combined UTC Aerospace Systems business unit. The senior leadership team of the combined business will be located in Charlotte, North Carolina. Both Goodrich and United Technologies' Hamilton Sundstrand brands will be maintained within this business unit.

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As part of United Technologies which has a similar culture of mutual trust and respect, accountability and teamwork we will have the opportunity to execute our strategy on a larger scale and take advantage of the key capabilities and talent of each company. The combined company will have an expanded product range, supported by the best talent in the industry. As always, we will remain committed to running our business ethically and responsibly.

The transaction with United Technologies offers our employees the opportunity to be part of an organization with a shared vision and the depth of resources that are increasingly beneficial for sustained success in our industry. This combination will offer expanded opportunities for career growth and advancement for employees of both companies. United Technologies looks forward to working with our team to drive our combined businesses forward. Given the structure of the transaction, and our similar cultures, we expect that this will be a seamless transition for our employees. Over the coming weeks, we will be forming an integration team comprised of senior executives from both companies to lead the integration effort and assist with the transition process.

**What Happens Next**

At this point in the process, we will work on obtaining the regulatory and shareholder approvals necessary to close this transaction, which we are targeting to occur in mid-2012. Until that time, Goodrich and United Technologies will continue to operate as independent companies and it will be business as usual here at Goodrich as we continue to execute on our strategic plan. I know I can count on you to focus on our objectives, continue serving our customers with the same passion and commitment that they have come to expect from Goodrich and continue competing vigorously in all aspects of our business.

We have posted a brief webcast to our Enterprise Video Library on OneSite to provide additional information about this transaction and what it means for you. Additionally, members of our leadership team will be visiting Goodrich locations throughout the world in the coming weeks to discuss this announcement.

It is likely that today's news will lead to increased interest in Goodrich, and it is important we speak with one voice on this matter. If you receive any inquiries from investors, please refer them to Paul Gifford, Vice President, Investor Relations, at +1 (704) 423-5517. If you receive inquiries from the media or other interested parties, please refer them to Lisa Bottle, Vice President, Corporate Communications, at +1 (704) 423-7060 or Andrew Martin, Media Relations Manager, at +1 (704) 423-7048. We will make every effort to keep you informed throughout this process with periodic updates.

We owe our success to your hard work and dedication. As we move through this process, we'll continue to rely on you to focus on the work at hand, serve our partners and customers, and help achieve our goals. Thank you for all you do to make our company successful.

I look forward to what lies ahead for Goodrich and hope you share my enthusiasm.

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Sincerely,  
Marshall Larsen  
Chairman, President and Chief Executive Officer

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**Additional Information**

In connection with the proposed transaction, the Company will file a proxy statement with the SEC. INVESTORS ARE URGED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE COMPANY. You will be able to obtain the proxy statement, as well as other filings containing information about the Company, free of charge, at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the proxy statement and other filings made by the Company with the SEC can also be obtained, free of charge, by directing a request to Goodrich Corporation, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217, c/o Secretary.

**Forward-Looking Statements**

This document contains forward-looking statements within the meaning of the federal securities laws.

Forward-looking statements are not based on historical facts but instead reflect the Company's expectations, estimates or projections concerning future results or events. These statements generally can be identified by the use of forward-looking words or phrases such as believe, expect, anticipate, may, could, intend, intent, belief, likely, will, should or similar words or phrases. These statements are not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results, performance or achievements to differ materially from those expressed or indicated by those statements. We cannot assure you that any of our expectations, estimates or projections will be achieved.

The forward-looking statements included in this document are only made as of the date of this document and we disclaim any obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances.

Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements, including, without limitation: demand for and market acceptance of new and existing products; our ability to extend our commercial OE contracts beyond the initial contract periods; cancellation or delays of orders or contracts by customers or with suppliers; our ability to obtain price adjustments pursuant to certain of our long-term contracts; the financial viability of key suppliers and the ability of our suppliers to perform under existing contracts; the extent to which we are successful in integrating and achieving expected operating synergies for recent and future acquisitions; successful development of products and advanced technologies; the impact of bankruptcies and/or consolidations in the airline industry; the health of the commercial aerospace industry, including the large commercial, regional, business and general aviation aircraft manufacturers; global demand for aircraft spare parts and aftermarket services; changing priorities or reductions in the defense budgets in the U.S. and other countries, U.S. foreign policy and the level of activity in military flight operations; the possibility of restructuring and consolidation actions; threats and events associated with and efforts to combat terrorism; the extent to which changes in regulations

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and/or assumptions result in changes to expenses relating to employee and retiree medical and pension benefits; competitive product and pricing pressures; our ability to recover under contractual rights of indemnification for environmental, asbestos and other claims arising out of the divestiture of our tire, vinyl, engineered industrial products and other businesses; the effect of changes in accounting policies or legislation, including tax legislation; cumulative catch-up adjustments or loss contract reserves on long-term contracts accounted for under the percentage of completion method of accounting; domestic and foreign government spending, budgetary and trade policies; economic and political changes in international markets where we compete, such as changes in currency exchange rates, interest rates, inflation, fuel prices, deflation, recession and other external factors over which we have no control; the outcome of contingencies including completion of acquisitions, joint ventures, divestitures, tax audits, litigation and environmental remediation efforts; the impact of labor difficulties or work stoppages at our, a customer's or a supplier's facilities; other factors that are set forth in management's discussion and analysis of the Company's most recently filed reports with the SEC; and uncertainties associated with the proposed acquisition of the Company by United Technologies, including uncertainties relating to the anticipated timing of filings and approvals relating to the transaction, the expected timing of completion of the transaction and the ability to complete the transaction. This list of factors is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

**Participants in the Solicitation**

The Company and its directors and officers may be deemed to be participants in the solicitation of proxies from the Company's shareholders with respect to the special meeting of shareholders that will be held to consider the proposed transaction. Information about the Company's directors and officers and their ownership of the Company's common stock is set forth in its Form 10-K which was filed with the SEC on February 15, 2011 and the proxy statement for the Company's Annual Meeting of shareholders, which was filed with the SEC on March 10, 2011. Shareholders may obtain additional information regarding the interests of the Company and its directors and executive officers in the proposed transaction, which may be different than those of the Company's shareholders generally, by reading the proxy statement and other relevant documents regarding the proposed transaction, when filed with the SEC.